



SPORTS AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY

BOARD OF DIRECTORS | ETHICS TRAINING
MINUTES

BRIDGESTONE ARENA | MUSIC CITY MEETING ROOM
THURSDAY, JULY 18, 2024 | 10:00 AM

ATTENDEES

BOARD MEMBERS: Cathy Bender (Chair), Jad Duncan (Vice Chair), Aaron McGee (Secretary/Treasurer), Kim Adkins, Don Deering, Tiffany Degrafinreid, Dan Hogan, Monchiere' Holmes-Jones, Winston Justice, Anna Page, Emmett Wynn

STAFF: Monica Fawknorton (Executive Director), Valda Barksdale, Bob Lackey, Brandon Little, Melissa Wells, Joshua Thomas (Metro Legal), Lexie Ward (Metro Legal)

VISITORS: Karzan Mohammad-Ali (Cumming), David Aronoff (Cumming Group), Amy Bratten (Preds), Katie Cafiero (Preds), Brittany Campagna (Pillars), Bonnie Campbell (MSS), Lindsey Campbell (Entrepreneur), Paula Casey (NVWT), Kyle Clayton (Preds), Edwin Feagins (CAA-PHG), Carol Greenlee (Cumming), Kate Guerra (Titans), Keith Hegger (Preds), Sean Henry (Preds), Heather Hill (Cumming), Heidi Hoeffner (Metro Finance), Ianaune, David Kells (Preds), Michelle Kennedy (Preds), Janeen Lalik (Preds), Tammara McGee (Metro Finance), Kevin McGrath (CAA ICON), James Morrison (Mortenson), Shannon Myers (Titans), Will Traylor (Mortenson), David Urso (Preds), Carrie Victorio (PMC), Bill Wickett (Preds), Bryce Wylie (Renascent Inc)

Call to Order

Chair Bender called the Ethics Training meeting for the Sports Authority Board of Directors to order, welcomed all to Bridgestone Arena and thanked the Nashville Predators for hosting.

Ethics Training

Lexie Ward, Assistant Metro Attorney conducted the Ethics Training Presentation as follows:

- Biases & Conflicts – It is essential to understand when one may be biased or have a conflict where they should recuse themselves. Some examples of when one should recuse themselves includes:
 - You have a direct interest or conflict in the matter
 - You are biased based on a personal interest or your position as a board member
 - You are biased or prejudiced for or against a party either as an individual or as a member of a group
 - You cannot fairly or impartially weigh the evidence because you have prejudged fact issues
- Examples of when not to recuse:
 - You have an indirect interest but have disclosed such, on the record, and can confidently say that you will remain impartial in your decision despite the interest
 - You will not gain or lose money directly from the decision
 - You can be objective and do not believe your participation will create an appearance of impropriety. In that case, disclose the potential conflict but state that you believe you can be unbiased and will participate.
- Conflict of Interest is a real or seeming incompatibility between one's private interests and one's public or fiduciary duties

**SPORTS AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY**

- Appearance of Impropriety is a conduct or status that would lead a reasonable person to think that a board member is behaving or will be inclined to behave inappropriately or wrongfully
- Sports Authority Board of Directors (SA BOD) must be impartial, act in accordance with the law and have a duty of independence which means they cannot act:
 - Based on self-interest
 - Based on bias against or in favor of people you know personally
 - Based on interest of the director or contacts with whom your board interacts
- Metro Code Chapter 2.222 – Standards of Conduct, Disclosure of Interests and Enforcement applies to the SA BOD therefore an SA BOD cannot accept benefits related to their role on the board including:
 - Accept or solicit any benefit that might reasonably tend to influence them to act improperly in the discharge of their official duties
 - Use Metro property, services or funds for personal purposes
 - Use non-public Metro information for personal gain or for the gain of any family member or other employer
 - Shall not participate in making or influencing any Metro government decision or action in which they know they have any material or financial interest distinguishable from the general public;
- Annually, on or before January 31 the filing of an annual disclosure statement with the Metropolitan Clerk must be filed electronically or in written paper form and can be amended within thirty (30) days of an occurrence of any material change to the disclosures. Annual disclosure requirements apply to all directors, executive directors, assistant directors and associate directors of metropolitan government agencies, boards and commissions. This provision excludes SA BOD members , however it does apply to ED Fawknotton.
- Joshua Thomas, Metro Legal Senior Counsel noted that the SA BOD is a separate entity from Metro Government and Metro rules do not apply. However, in accordance with the SA Bylaws, the SA BOD has agreed to adhere to Metro rules.
- There are some limited exceptions where SA BOD may accept certain types of benefits, if no conflict or appearance of conflict otherwise exists including:
 - Awards of trifling value publicly presented in recognition of public service
 - Gifts unrelated to a person’s position as a metro employee
 - Meals, beverages, food, promotional items, or hand-produced items of a value of up to \$25 from a single source in any calendar year
 - Free or discounted admissions, tickets, access to events or travel expenses from any single source of an aggregate value in any calendar year of up to \$100 or tickets of a face value in excess of \$100 if the event is generally recognized as an annual fund-raising benefit sponsored by a non-profit organization
- SA BOD are subject to both the Tennessee Public Records Act and the Tennessee Open Meetings Act.
 - The TN Public Records Act: T.C.A. § 10-7-501 et seq. provides that public records are open for inspection by any citizen of Tennessee except as otherwise provided by law. “Records” includes all documents on work and personal devices including papers, letters, maps, books, electronic data, sound recordings, emails, text messages, etc. Mr. Thomas noted that personal email accounts as well as text messages on personal cell phones are subject to Public Records Request disclosure.

**SPORTS AUTHORITY OF THE
METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY**

- TN Open Meetings Act: T.C.A § 8-44-101 et seq. The General Assembly has declared that, as a public body of the State, that business shall not be conducted in secret. All meetings of any governing body are declared to be public meetings open to the public at all times, except as otherwise provided. “Meeting” is when two or more members of a governing body, with the authority to make decisions for or recommendations to a public body, meet and make a decision or deliberate toward a decision. Adequate public notice must be given for all meetings.
- An amendment signed into law on April 28, 2023, now requires that a TN governing body shall, for each public meeting, reserve a period for Public Comment to provide the public with the opportunity to comment on matters that are germane to meeting agenda items. For Sports Authority meetings, individuals wishing to comment must sign up in advance of the meeting, comments must be limited to items on the agenda which the board will act on, comments are limited to two minutes per person and a maximum of ten persons may sign up. This is an opportunity for public comment and not a dialogue that requires engagement by the Authority.
- Best Practices include:
 - Absolutely avoid the use of email or text to discuss Board issues or to invite comments from other SA BOD concerning any public business. Mr. Thomas noted that engagement on social media with other SA BODs to discuss board business would be consider a meeting.
 - Noncompliance of the Acts voids any decisions that are based upon deliberations that are in violation of the Act. A judge may also order court-supervision of a board.
 - Provide an agenda for each meeting, ideally at least a week ahead of a meeting.
 - Start each meeting with a declaration by any SA BOD’s conflicts and/or recusals on agenda items.

Adjourn

There being no further questions or business, the Board of Directors Ethics Training meeting adjourned.

Audio File Path:

P-Drive-Sports Authority\SA BOARD\SA Board Materials\FY25\2024 July 18 Board Meetings\
Audio Recording 7.18.24 Ethics Training